

**BYLAWS OF THE  
DELAWARE PUBLIC PURCHASING ASSOCIATION, INC.  
A CHAPTER OF NIGP**

**ARTICLE I - MEMBERSHIP**

- 1. The membership shall consist of Regular, Associate, Honorary, and Retired memberships.**
  - 1.1 Regular Membership: Membership in the Chapter shall be open to all public purchasing personnel including federal, state, county, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities, and any other political subdivisions of the State of Delaware.**
  - 1.2 Associate Membership: An associate membership shall be provided for those members in good standing through either the temporary displacement of his/her job or the rearrangement of his/her current duties as a purchasing official with a term no longer than two (2) years at a full membership fee. Associate members shall be entitled to vote and hold office. Associate members may serve on committees.**
  - 1.3 Honorary Membership: Honorary membership may be conferred by  $\frac{3}{4}$  majority vote of the members upon individuals who have made distinguished contributions to the purchasing profession or this Chapter. Honorary Members shall not be entitled to vote or hold office and shall be exempt from payment of dues, but may serve on committees.**
  - 1.4 Retired Membership: Retired membership may be conferred upon members of this chapter upon their retirement from the pursuit of their livelihood through active employment, and upon written request for such membership. Retired members shall be entitled to vote, hold office, shall be exempt from payment of dues, and may serve on any committee.**

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2. **Admission:** An applicant becomes a member upon acceptance of the application, payment of dues, and confirmation by the Membership Committee that they meet all eligibility requirements outlined in Paragraph 1 above.
3. **Revocation:** The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause, including violations of the NIGP Code of Ethics. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice of the proposed action by the Board of Directors and be given opportunity to show cause as to why the membership should not be revoked.

## **ARTICLE II – DIRECTORS, OFFICERS AND ADMINISTRATION**

1. The following shall constitute the officers of the Chapter:
  - President
  - First Vice President
  - Second Vice President
  - Secretary
  - Treasurer
- 1.1 The President shall exercise general supervision over the affairs of the chapter, establish special committees, preside over all meetings of the chapter, be a member ex-officio of all committees and perform all duties incident to the office of the President. The President shall be responsible for authorizing expenditures or commitment of chapter funds, and shall counter-sign all chapter checks issued on behalf of the chapter. Any expenditure in excess of \$500 or 20% of the current treasury balance, whichever is less, shall require the approval of the Board of Directors.
- 1.2 **First Vice President:** The First Vice President shall develop and administer program content, selection criteria, nomination and selection pertaining to annual awards and scholarship, shall see that audit of financial records is performed, and performs such duties as are assigned by the President. The First Vice President is authorized to sign chapter checks in the temporary absence of the President or Treasurer. The First Vice President shall assist the President at Chapter activities and act for the President in his/her absence.

**1.2.1 Chapter Awards:** The First Vice President shall direct the Awards and Scholarship Committee. The Awards and Scholarship Committee shall consist of the following four members:

- First Vice President - Chairman
- Chairperson of Professional Development
- Chairperson of the Membership Committee
- Member-at-large from chapter membership, nominated by the President and approved by the Board of Directors.

This Committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for the following annual chapter awards:

- Professional Public Buyer of the Year Award
- Professional Public Purchasing Manager of the Year Award
- Annual Scholarship Award
- Or any other award deemed appropriate

**1.2.2 Chapter Awards:** Each year the Awards and Scholarship Committee shall review procedures and criteria used in selecting recipients of the Chapter's Purchasing Manager of the Year Award, Professional Buyer of the Year Award, and Annual Scholarship Award and submit any recommended changes for approval to the membership not later than the second month of the chapter fiscal year.

**1.2.3 Chapter Awards:** Any recommended changes shall be submitted to the membership, in writing, at least thirty (30) days prior to the next chapter meeting in order to vote on the recommendation at that meeting.

**1.2.4 National Awards:** The Awards & Scholarship Committee shall also coordinate submission of the NIGP Chapter of the Year application, nomination for the National Professional Public Buyer of the Year, and nomination for the National Professional Public Purchasing Manager of the Year Awards to NIGP.

- 1.3 Second Vice President:** The Second Vice President shall assist the President and the First Vice President and act for the First Vice President in his/her absence and perform such duties as are assigned by the President.
  - 1.4 Secretary:** The Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter, mail all notices of meetings and the affairs of the Chapter to the Chapter and to NIGP, and perform such other duties as may be assigned by the President or Board of Directors.
  - 1.5 Treasurer:** The Treasurer shall be responsible for the accounting of the funds of the chapter, shall maintain a complete record of receipts and disbursements, and shall render a true and complete record of receipts and disbursements, and shall render a true and complete report relative to the affairs of the office at each regularly scheduled meeting. The Treasurer shall prepare and sign all chapter checks and deliver to the President or First Vice President for counter-signature.
  - 1.6 Board of Directors:** The governing body of this chapter will be an executive board called the Board of Directors, chaired by the President, consisting of the immediate Past President, First Vice President, Second Vice President, Secretary, and Treasurer. It shall be the duty of each Member of the Board of Directors to attend each meeting of the Board of Directors. The Board of Directors shall control and manage the affairs and finances of the Chapter and shall have authority to take actions that will serve the best interest of the Chapter and its Members. The Board of Directors shall have no authority to expend or commit funds, or otherwise cause indebtedness of the Chapter unless such expenditures, commitment or indebtedness is approved in advance by majority vote of the membership present at a regular meeting. The Board of Directors shall review and approve special announcements before mailing.
- 2. The fiscal year of the Chapter shall be January 1 through December 31.**
  - 3. No officer or director of the Chapter shall be compensated for their services. The Board of Directors may retain the services of qualified personnel to perform services for the Chapter as needed. All acts performed in the name of the Chapter must be done so with proper authority.**

### **ARTICLE III - NOMINATIONS AND ELECTIONS**

- 1. The Nominating Committee and its Chairperson are appointed by the President and shall consist of not less than three (3) members. The Nominating Committee will recommend a slate of officers for membership vote at the fourth quarterly Chapter meeting. The slate of candidates will be announced to the membership thirty (30) days prior to the fourth quarterly chapter meeting. Officers shall be elected at the fourth quarterly chapter meeting from the slate of candidates presented by the Nominating Committee and any eligible and consenting members nominated from the floor. A simple majority vote of those regular members in attendance, and by absentee ballot, will be required for a candidate to win election. Votes by absentee ballot will be counted only if submitted on Chapter's Absentee Ballot form. The Absentee Ballot shall be received by the Nominating Committee prior to the official vote.**

**The following officers shall be elected:**

- President**
  - First Vice President**
  - Second Vice President**
  - Secretary**
  - Treasurer**
- 2. In the event of a vacancy in an officer's position, it shall be filled by automatic succession for the offices of President and First Vice President. Vacancies for the office of Second Vice President, Secretary, and Treasurer may be appointed by the President, with approval by the Board of Directors, for the remainder of the current term.**
  - 3. No member of this chapter shall be eligible for any office or directorship unless he/she has been a member in good standing for at least one year immediately preceding the election.**

### **ARTICLE IV - TERM OF OFFICE**

- 1. The term of office for all officers and directors shall commence on January 1 of each year.**

2. The term of office for all officers and directors shall be for a period of one (1) year. They shall have the right to succeed themselves for one consecutive term by election. The Past President may serve on the Board of Directors following his/her term(s) for one year only. Officers may be elected for additional terms after a one (1) year lapse.

#### **ARTICLE V – VACANCIES**

1. A vacancy may exist in any office for the following reasons:
  - Death
  - Resignation in writing
  - Physical inability to perform the duties of the office
  - Removal from the office for cause
2. The Board of Directors may, by a majority vote, vacate any office for cause or whenever the Board of Directors shall determine that the incumbent is physically incapable of performing the duties of such office. The officer shall be given notice of any such proposed action of the Board of Directors with the reasons thereof at least 10 working days before removal action by the Board. The officers affected shall have the right to respond to such notice within 10 working days after receipt of such notice.

#### **ARTICLE VI - MEETINGS**

The chapter shall conduct 4 (four) regularly scheduled meetings of the Chapter membership annually. Due notice of all meetings shall be served upon the membership prior to the scheduled meeting date.

- a. Special meetings of the Chapter may be called by the President with majority approval of the officers.
- b. Committee meetings shall meet as often as necessary to accomplish their goals.
- c. For any meeting, a quorum shall consist of 25% of the current membership.
- d. Voting: Each Regular Member, Associate Member or Retired Member in good standing shall be entitled to one (1) vote.
- e. Robert's Rule of Order shall govern the conduct of the meetings of the chapter.
- f. Board of Director's shall meet when the President deems necessary.

## **ARTICLE VII - COMMITTEES**

- 1. The standing committees of the chapter shall be as follows:**
  - a. Finance Committee**
  - b. Education Committee**
  - c. Membership Committee**
  - d. Program Committee**
  - e. Awards and Scholarship Committee**
- 2. Standing Committee Chairpersons shall be recommended by the President and approved for appointments by the officers of the Chapter. Chairpersons of Special Committees shall be appointed at the discretion of the President.**

## **ARTICLE VIII - FINANCES**

- 1. Membership Dues: Between the months of January and June, new members shall pay full membership dues. New members joining between the months of July through December shall pay half membership dues.**
- 2. Assessment: The Chapter may, at its option, and in accordance with the Bylaws of this Chapter, assess its members for financial support of the Chapter's activities.**
- 3. Contributions and Gifts: The Chapter may receive financial contributions and non-vendor gifts in support of its activities. The financial receipts of the chapter derived from sources other than membership dues may be retained for the support of the chapter's activities unless other arrangements approved by the Board of Directors are established.**
- 4. Fund Raising: The Chapter may conduct fund raising functions to support its activities. No person, officer or member, may in the name of the Chapter, solicit or receive gifts or contributions of any kind without the approval of the Board of Directors.**

## **ARTICLE IX - AMENDMENTS**

- 1. Time for Filing Proposals for Amendments: All proposals to amend, alter, or repeal any part of the Bylaws must be mailed to the membership thirty (30) days prior to the meeting that would consider the change.**

2. **Amendments:** At designated meetings of the chapter, the membership may, by two-thirds (2/3) majority vote, alter, amend, or repeal any part of the Bylaws, adopt new Bylaws, or direct the Board of Directors to cause any provision of the Bylaws to be altered, amended, repealed, or adopted, however, that no provision of the Bylaws to be amended would be inconsistent with the Chapter status as a non-profit corporation under the laws of the State of Delaware or in conflict with NIGP nor would infringe on the rights of a third party. Votes by absentee ballot will be counted only if submitted on the Chapter's Absentee Ballot Form and received by the Secretary 10 working days prior to the first official vote.

#### **ARTICLE X - SEPARABILITY**

If any Section of the Bylaws are found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article IX.

#### **ARTICLE XI - REVOCATION/DISSOLUTION**

1. In the event the chapter is revoked/dissolved, the chapter shall:

1.1 After satisfaction of all debts to NIGP and other debtors, deposit all residual funds with the National Treasurer or donate to another non-profit institution exempt from federal income tax under Section 501C(3) of the IRS code.

1.2 Deposit with NIGP all properties of the Chapter, including original Charter, financial statements, official chapter records, etc., upon completion of either a) letter of revocation or b) letter of dissolution, whichever is applicable. All properties will be held at the National Headquarters Office of NIGP in the event of reactivation of the Chapter.

2. **Dissolution:**

Dissolution of the Chapter shall be accomplished by approval of three-fourths (3/4) of chapter members eligible to vote, and certification, thereof, to the NIGP Board of Directors.

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